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FEB 09 '10 -7 26 AM

SURFACE TRANSPORTATION BOARD

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board is one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

**Memorandum of Schedule #1 to Full Service Master
Lease Agreement dated 1/8/10**

Lessor: Wells Fargo Equipment Finance, Inc. d/b/a
Midwest Railcar Capital Equipment Company
733 Marquette Avenue
Minneapolis, MN 55402

Lessee: Touton U.S.A. Limited
11595 North Meridian Street
Carmel, Indiana 46032

Equipment: 12, Covered Hoppers
MCEX 350234-350295, NI

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.

Summary: Memorandum of Schedule #1 to Full Service Master Lease Agreement dated 1/8/10 between Wells Fargo Equipment Finance, Inc. d/b/a Midwest Railcar Capital Equipment Company as Lessor and Touton U.S.A. Limited as Lessee including 12 MCEX Covered Hoppers.

Sincerely,



Mary Ann Oster
Research Consultant

**WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY**

**MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE
MASTER LEASE AGREEMENT**

between

**WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a
Midwest Railcar Capital Equipment Company**

as Lessor

and

TOUTON U.S.A. LIMITED

as Lessee

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE #1 TO FULL SERVICE MASTER LEASE AGREEMENT is effective as of January 8, 2010, by and between WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota Corporation ("Lessor"), and TOUTON U.S.A. LIMITED, an Indiana Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule #1 dated January 8, 2010 between Lessor and Lessee to the Full Service Master Lease Agreement dated as of January 8, 2010 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Schedule #1.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Schedule #1 to Full Service Master Lease Agreement to be executed as of the date first above written.

WELLS FARGO EQUIPMENT FINANCE, INC. D/B/A
MIDWEST RAILCAR CAPITAL EQUIPMENT COMPANY
Lessor

By: Julia Millbrath

Printed

Name: Julia Millbrath

Assistant Vice President

Title: _____

TOUTON U.S.A. LIMITED
Lessee

By: Kim Coy

Printed

Name: Kim CoyTitle: Operations Manager

STATE OF MINNESOTA, COUNTY OF HENNEPIN, TO WIT:

On this 15th day of JANUARY, 2010 before me appeared, JULIE MILBRATH to me personally known, who being by me duly sworn, says that she is the AVP of WELLS FARGO EQUIPMENT FINANCE, INC. d/b/a Midwest Railcar Capital Equipment Company, a Minnesota corporation, that said instrument was signed on JANUARY, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



[Notarial Seal]

Margaret J. Kiernan
Notary Public

My commission expires:

STATE OF Indiana, COUNTY OF Hamilton, TO WIT:

On this 9th day of January, 2010 before me appeared, Kim Coy to me personally known, who being by me duly sworn, says that she is a manager of TOUTON U.S.A. LIMITED, an Indiana Corporation, that said instrument was signed and sealed on _____, 2010 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

Rebecca J. Kolarik
Notary Public

My commission expires: June 27, 2014

EXHIBIT A
DESCRIPTION OF RAIL CARS

Twelve (12) covered hopper railcars with the following reporting marks:

<u>Car Mark & Number</u>	<u>Car Mark & Number</u>	<u>Car Mark & Number</u>
MCEX 350234	MCEX 350251	MCEX 350279
MCEX 350240	MCEX 350266	MCEX 350281
MCEX 350242	MCEX 350270	MCEX 350282
MCEX 350250	MCEX 350272	MCEX 350295